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SERVICE DATE - OCTOBER 24, 1997

SURFACE TRANSPORTATION BOARD

DECISION

Section 5a Application No. 34 (Amendment No. 9)

MIDDLEWEST MOTOR FREIGHT BUREAU, INC.

AGENCY: Surface Transportation Board.

ACTION: Request for comments.

SUMMARY: The Surface Transportation Board is seeking comments from interested persons on the application filed by the Midwest Motor Freight Bureau, Inc. (MWB) for approval of amendments to its by-laws. The proposed amendments are described below.

DATES: Comments are due by November 24, 1997.

ADDRESSES: Send an original and 10 copies of pleadings to Section 5a Application No. 34 (Amendment No. 9) to: Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, D.C. 20423-0001. Also send one copy to MWB's representative: Bryce Rea, Jr., 1920 N Street, N.W., Washington, D.C. 20036.

FOR FURTHER INFORMATION CONTACT: Joseph H. Dettmar, (202) 565-1600 [TDD for the hearing impaired: (202) 565-1695.]

SUPPLEMENTARY INFORMATION: MWB is seeking Surface Transportation Board approval of several minor amendments to its by-laws. MWB states that the amendments would reduce the number of directors and quorum requirements for meetings of the board of directors (the Board) of MWB, reduce the size of the nominating committee for the Board, revise titles of officers, authorize the Board to fill vacancies on the Board, allow for greater flexibility in scheduling and holding Board meetings, and eliminate territorial classifications for the Board or for directors.

MWB proposes to change the titles of Board members as follows: "Executive Vice President" would be changed to "President", "President" would be changed to "Chairman of the Board", and "Vice President" would be changed to "Vice Chairman of the Board."

MWB also proposes to delete from Sections 6.4, 6.5 and 6.6 provisions which were added to implement a merger with the Central States Motor Freight Bureau, Inc. (CSB) that was authorized in Middlewest Freight Bureau, Inc., and Central States Motor Freight Bureau, Inc.—Merger Agreement, Section 5a Application No. 34 (ICC served July 9, 1993).

Section 6.3 would be amended to reduce the membership of the Board from 27 directors to 18 directors and to eliminate territorial classifications which apportioned seats on the Board and certain Board committees according to the territories comprising the expanded MWB territory, viz., Southwestern Territory, Midwest Territory, and Central States Territory. MWB states that these classifications are no longer necessary. Language would also be eliminated which governed the election of the first Board after the merger with CSB.

A new Section 6.4 would be added which would stagger the terms of directors so that one-third are elected each year. Section 6.5 would be amended to reduce the nominating committee from 9 directors to 4 directors. A provision would be added to Section 6.6 authorizing the Board to fill vacancies if an insufficient number of directors are elected. Section 6.9 would be amended to authorize the Board to fill vacancies resulting from death, resignation, inability to serve, or expulsion.

Section 8.1 would be amended to delete the requirement for quarterly Board meetings. MWB states that regularly scheduled Board meetings are no longer necessary. Section 12.1 would be amended to authorize the Board to call and hold meetings when needed. Section 12.3 would be amended to authorize Board meetings by telephone conference call and to permit fax or telephone

notices of emergency Board meetings. Section 12.4 would be amended to reduce the quorum requirement for Board meetings from 10 to 7.

MWB states that the amendments do not relate to and are not affected by territorial expansion and do not involve or affect MWB's collective ratemaking activities.¹ MWB states that the Board has no ratemaking authority, as that authority remains vested in the General Rate Committee. MWB states that these proposed amendments do not change the composition of the General Rate Committee or any of its functions.

We seek comment on whether these proposed amendments meet the criteria of 49 U.S.C. 13703(a)(2). Comments on these proposed amendments should be filed in this docket.

Copies of the application and the amendments are available for inspection and copying at the Office of the Secretary, Surface Transportation Board, 1925 K Street, N.W., Washington, D.C. 20423 and from applicant's counsel.

Decided: October 16, 1997.

By the Board, Chairman Morgan and Vice Chairman Owen.

Vernon A. Williams
Secretary

¹ MWB has other amendments to its Agreement pending before the Board in Section 5a Application No. 34 (Amendment No. 8), Middlewest Motor Freight Bureau, Inc., which seeks territorial expansion of its collective ratemaking agreement. This request is being considered in Section 5a Application No. 118 (Amendment No. 1), et al., EC-MAC Motor Carriers Service Association, Inc., et al.